

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : |
| MOTORS LIQUIDATION COMPANY, et al., | : |
| f/k/a General Motors Corp., et al. | : |
| Debtors. | : |
| | : |
| | (Jointly Administered) |
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**ORDER PURSUANT TO 11 U.S.C. § 363 AUTHORIZING
THE DEBTORS TO AMEND THE TERMS OF THEIR
ENGAGEMENT LETTER WITH AP SERVICES, LLC**

Upon the Motion, dated July 16, 2010 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 363 of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the further amendment of the terms of the Engagement Letter, dated May 29, 2009, as amended, between the Debtors and AP Services, LLC (“**APS**”), as set forth in that certain letter agreement, dated June 7, 2010, a copy of which is annexed to the Motion as Exhibit A (the “**Third Amendment**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and upon (a) the Fee Examiner’s Response and Motion to Defer Consideration of Debtors’ Request for an Award to AP Services, LLC of a Success Fee and a Retroactive Hourly Rate Increase, dated August 3, 2010, (b) the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Response of the United States Trustee to Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. § 363 Authorizing the Debtors to Amend the Terms of Their Engagement Letter with AP Services, LLC, dated August 4, 2010, (c) the Reply of Motors Liquidation Company to Objection of United States Trustee, Objection of Unsecured Creditors Committee and the Response and Motion to Defer of Fee Examiner to (A) Application by AP Services, LLC for Approval of Success Fee and (B) Motion by Debtors to Amend Terms of Their Engagement Letter with AP Services, LLC, dated August 5, 2010, (d) the Fee Examiner's Supplemental Response and Motion to Defer an Award of a Retroactive Hourly Increase, dated August 30, 2010, and (e) the Declarations of Thomas Moers Mayer, Amy Caton, Albert A. Koch and Stephen H. Case, each in support of the Motion; and hearings (the "**Hearings**") having been held before the Court on August 6 and September 7, 2010 with respect to the Motion; and based upon the pleadings and the record of the Hearings the Court having found, inter alia, that the Third Amendment represents an appropriate exercise of the Debtors' business judgment; and the Court having further found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Third Amendment is authorized and approved and the
Debtors are authorized to enter into the Third Amendment and to make all payments
provided for therein including, without limitation, prompt payment to APS of the hourly
rate adjustments provided in the Third Amendment retroactive to July 10, 2009; and it is

further

ORDERED that all references to the Engagement Letter in the Engagement Order shall be deemed to include the Third Amendment; and it is further

ORDERED that except to the extent modified by the Third Amendment, the terms and provisions of the Amended Engagement Letter remain in full force and effect; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
September 17, 2010

/S/ Robert E. Gerber
United States Bankruptcy Judge